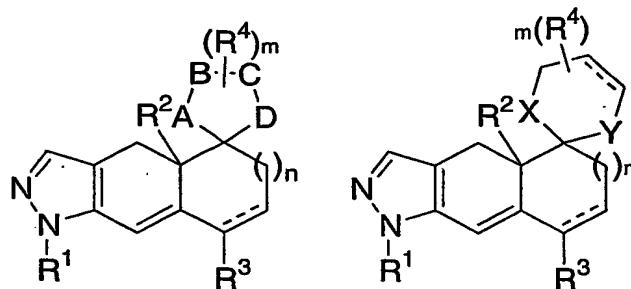


WHAT IS CLAIMED IS:

1. A compound represented by Formula I or Formula II



5

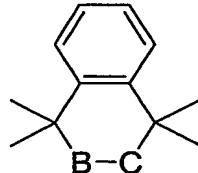
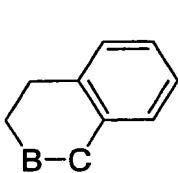
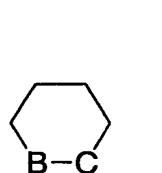
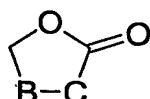
I

II

or a pharmaceutically acceptable salt or hydrate thereof, wherein:

10 m is 0, 1, 2 or 3,
 n is 0, 1 or 2;
 -A-B-C-D- is selected from the group consisting of:
 (1) -CH₂-CH₂-CH₂-O-,
 (2) -CH₂-CH₂-C(O)-O-,
 (3) -CH=CH-C(O)-O-,
 (4) -O-CH₂-CH₂-CH₂-,
 (5) -O-C(O)-CH₂-CH₂-,
 (6) -HC=CH-CH₂-O-,
 (7) -CH₂-HC=CH-O-,
 (8) -CH₂-CH₂-C(O)-NH-,
 (9) -CH₂-NH-CH₂-CH₂-,
 (10) -CH₂-NH-C(O)-O-,
 (11) -NH-C(O)-NH-C(O)-,
 (12) -C(O)-NH-C(O)-NH-,
 (13) -NH-C(O)-NH-CH₂-,
 (14) -NH-C(O)-NH-C(=S)-,
 (15) -O-CH₂-CH₂-O-,
 (16) -S-CH₂-CH₂-S-;

provided that when the atoms at positions B and C of -A-B-C-D- are both carbon atoms, said atoms may be joined together to form a ring selected from



5 X and Y are each independently selected from CH₂, S and O;

R¹ is selected from the group consisting of:

- (1) C₁-6alkyl,
- 10 (2) C₂-6alkenyl,
- (3) C₂-6akynyl,
- (4) C₃-6cycloalkyl,
- (5) aryl,
- (6) -CH₂-phenyl,
- 15 (7) HET,

wherein items (1) to (3) above are optionally substituted from one to three substituents independently selected from the group consisting of: halo, OR⁵, and NHR⁶, and items (4) to (7) are optionally substituted with from one to three substituents selected from the group consisting of: halo, OR⁵, NHR⁶,
20 C₁-3alkyl, C₂-6alkenyl, C₂-6akynyl;

R² and R³ are each independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) C₁-6alkyl,
- 25 (4) C₂-6alkenyl,
- (5) C₂-6akynyl,
- (6) OR⁷,
- (7) NHR⁸,

- (8) aryl,
- (9) -CH₂-phenyl;

R⁵, R⁶, R⁷ and R⁸ are each independently selected from the group consisting of:

- (1) hydrogen,
- (2) methyl;

5

each R⁴ is independently selected from the group consisting of

- (1) -OH,
- (2) -C₁₋₆alkyl optionally substituted with 1, 2 or 3 substituents selected

10 independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, =S, and halo,

- (3) C₂₋₆alkenyl optionally substituted with 1, 2 or 3 substituents selected

independently from hydroxy, halo and -C(O)-O- C₁₋₂alkyl,

- (4) C₂₋₆alkynyl optionally substituted with 1, 2 or 3 substituents selected

independently from hydroxy and halo,

15 (5) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C₁₋₂alkyl, -COOH, -C(O)-O-CH₃ and halo,

- (6) -C₁₋₂alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C₁₋₂alkyl and halo,

- (7) -CO₂H,

20 (8) -CO₂C₁₋₃alkyl,

- (9) -OC₁₋₃alkyl,

- (10) -SO₂-C₁₋₃alkyl,

(11) -SO₂-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C₁₋₂alkyl and halo

25 (12) -C₁₋₂alkyl-O-C₁₋₂alkyl,

- (13) -C₁₋₂alkyl-O-C₂₋₄alkenyl,

(14) -C₁₋₂alkyl-O-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C₁₋₂alkyl and halo,

- (15) -C₁₋₂alkyl-C(O)O-C₁₋₂alkyl,

30 (16) 2-(1,3-dioxan)ethyl,

- (17) -C₁₋₂alkyl-C(O)-NH-phenyl,

- (18) -C₁₋₂alkyl-C(O)-NHN.

2. A compound according to claim 1 wherein m is 0, 1 or 2.

35

3. A compound according to claim 1 wherein n is 0 or 1.

4. A compound according to claim 1 wherein R² and R³ are each individually hydrogen or methyl.

5

5. A compound according to claim 1 wherein each R⁴ is independently selected from the group consisting of

- 10 (1) -OH,
- (2) -C₁₋₆alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, dimethylamino, thio, and halo,
- (3) C₂₋₆alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and -C(O)-O- C₁₋₂alkyl,
- 15 (4) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C₁₋₂alkyl, -COOH, -C(O)-O-CH₃ and halo,
- (5) -C₁₋₂alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C₁₋₂alkyl and halo,
- (6) -SO₂-C₁₋₃alkyl, and
- 20 (7) -C₁₋₂alkyl-OC₁₋₂alkyl.

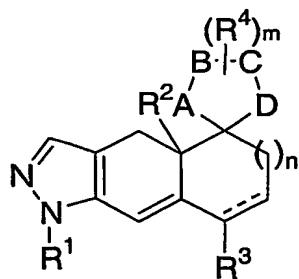
6. A compound according to Claim 1 wherein R¹ is phenyl or pyridyl said phenyl or pyridyl optionally mono or di- substituted with a substituent independently selected from the group 25 consisting of:

- (a) halo,
- (b) OCH₃,
- (d) CH₃,
- (e) CN.

30

7. A compound according to Claim 6 wherein R¹ is phenyl, optionally mono or di- substituted with halo.

8. A compound of Formula I according to claim 1



I

Wherein

m is 0, 1, 2 or 3;

5 n is 0 or 1;

R¹ is phenyl or pyridyl said phenyl or pyridyl optionally mono or di- substituted with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OCH₃,
- (d) CH₃,
- (e) CN; and

R² and R³ are each individually hydrogen or methyl.

9. A compound according to claim 8 wherein

15 Each R⁴ is independently selected from the group consisting of

- (1) -OH,
- (2) -C₁₋₆alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, thio, and halo,
- (3) C₂₋₆alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and -C(O)-O- C₁₋₂alkyl,
- (4) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C₁₋₂alkyl, -COOH, -C(O)-O-CH₃ and halo,
- (5) -C₁₋₂alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C₁₋₂alkyl and halo,
- (6) -SO₂-C₁₋₃alkyl, and
- (7) -C₁₋₂alkyl-OC₁₋₂alkyl.

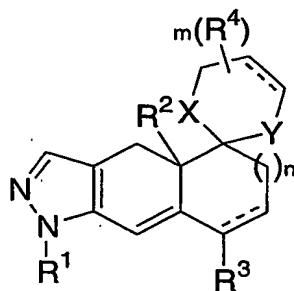
10. A compound according to claim 9 wherein

—A—B—C—D— is selected from the group consisting of:

- (1) —CH₂—CH₂—CH₂—O—,
- (2) —CH=CH—CH₂—O—,
- (3) —CH₂—CH=CH—O—,
- 5 (4) —O—CH₂—CH₂—CH₂—,
- (5) —O—CH₂—CH₂—O—,
- (6) —S—CH₂—CH₂—S—,
- (7) —CH₂—NH—CH₂—CH₂—, and
- (8) —CH₂—NH—C(O)—O—;

10 R¹ is phenyl optionally mono or di- substituted with halo.

11. A compound of Formula II according to claim 1



II

15 Wherein

m is 0, 1 or 2;

n is 0 or 1;

R¹ is phenyl or pyridyl said phenyl or pyridyl optionally mono or di- substituted with a substituent independently selected from the group consisting of:

- 20 (a) halo,
- (b) OCH₃,
- (d) CH₃,
- (e) CN; and

R² and R³ are each individually hydrogen or methyl.

25

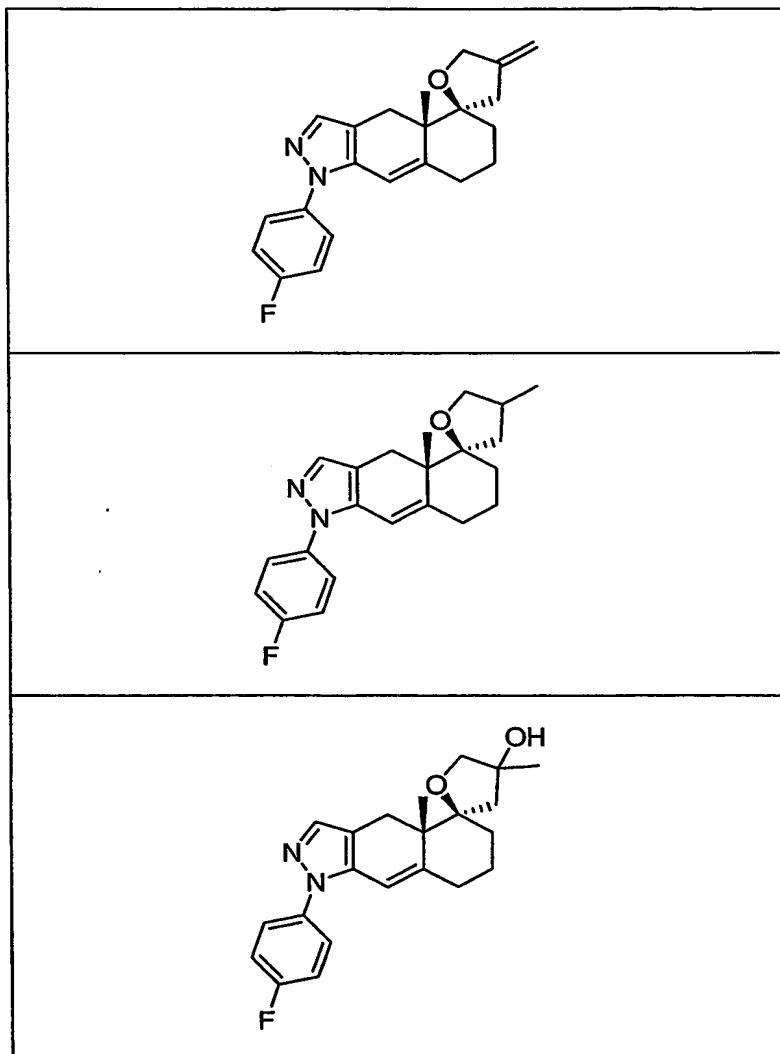
12. A compound according to claim 11 wherein

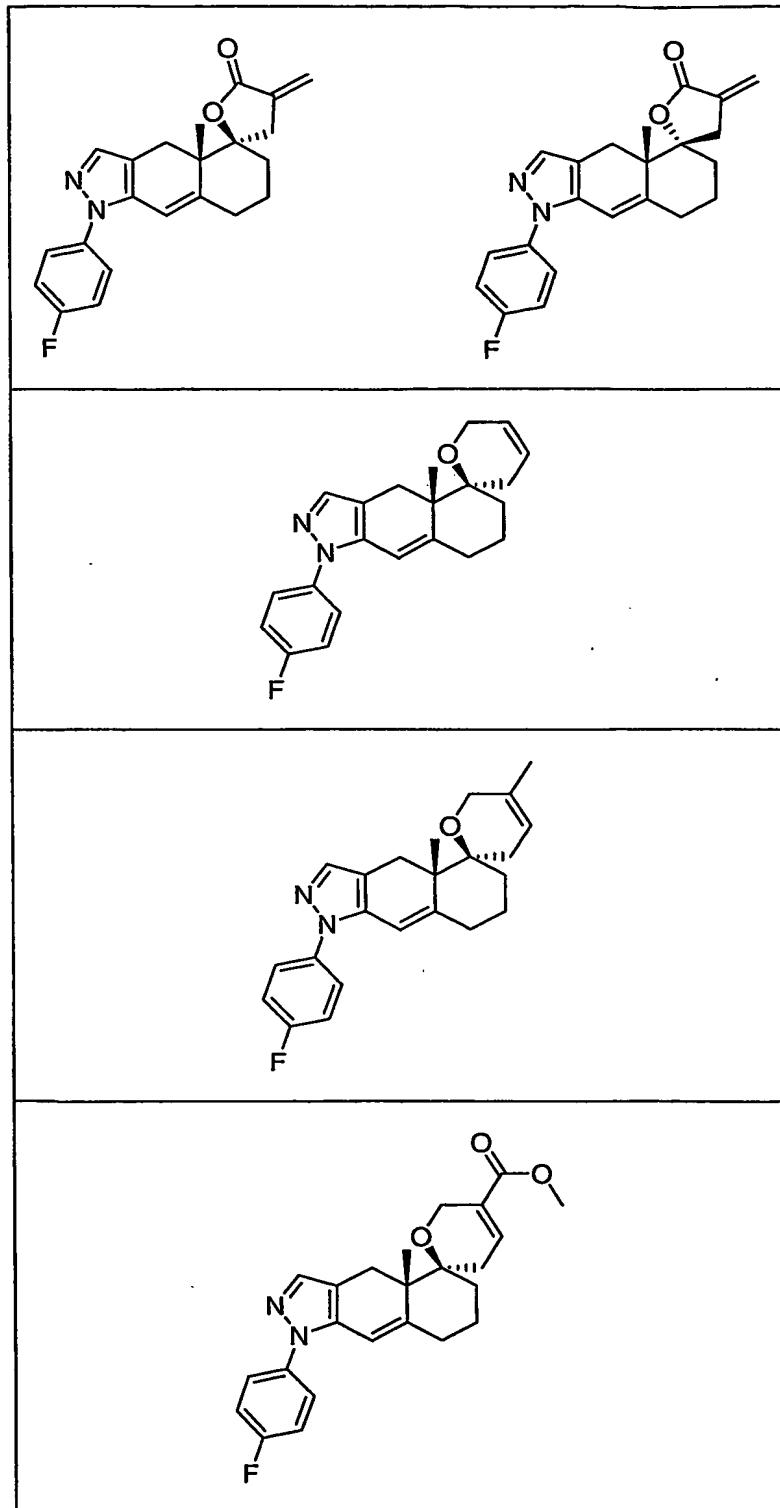
Within this genus, there is a sub-genus of compounds wherein each R⁴ is independently selected from the group consisting of —C₁—₆alkyl or hydrogen.

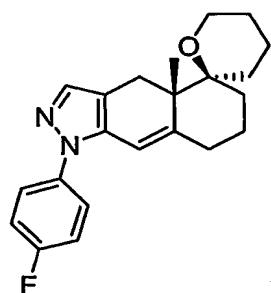
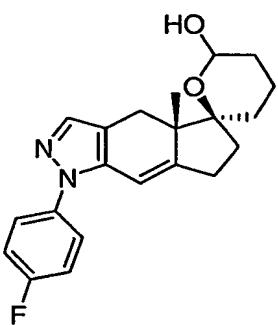
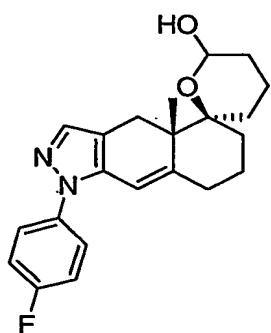
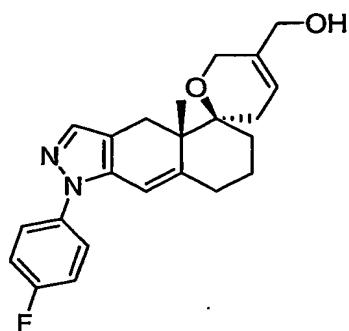
13. A compound according to claim 11 wherein
X and Y are both O or are both S or X is O and Y is CH₂;
R¹ is phenyl optionally mono or di- substituted with halo.

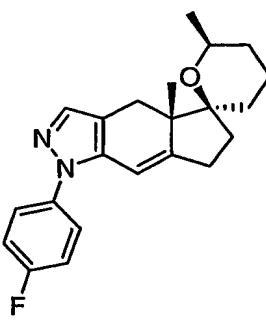
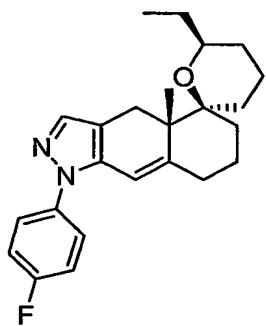
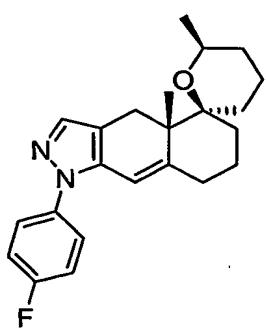
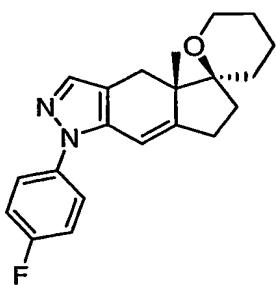
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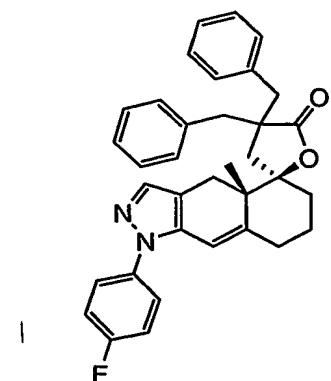
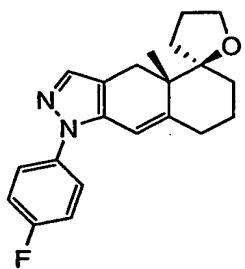
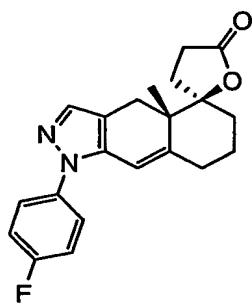
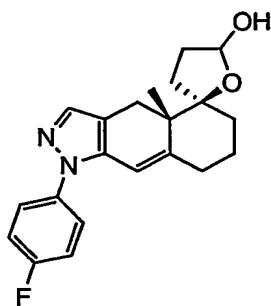
14. A compound according to claim 1 selected from the group consisting of

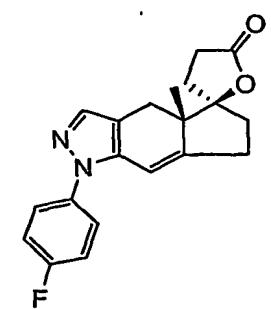
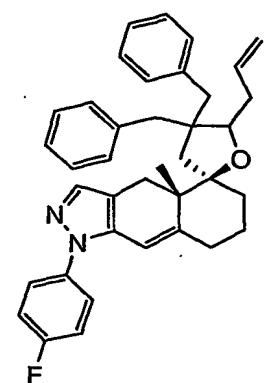
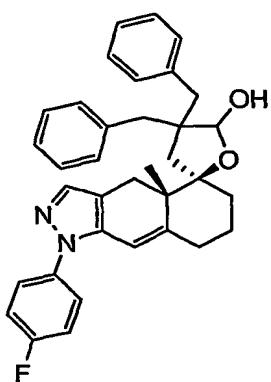


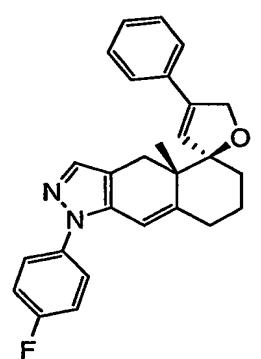
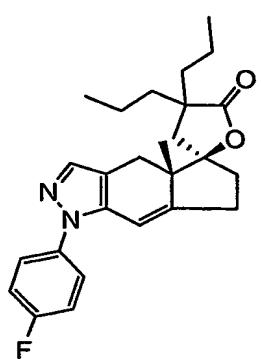
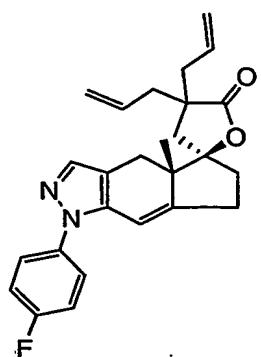


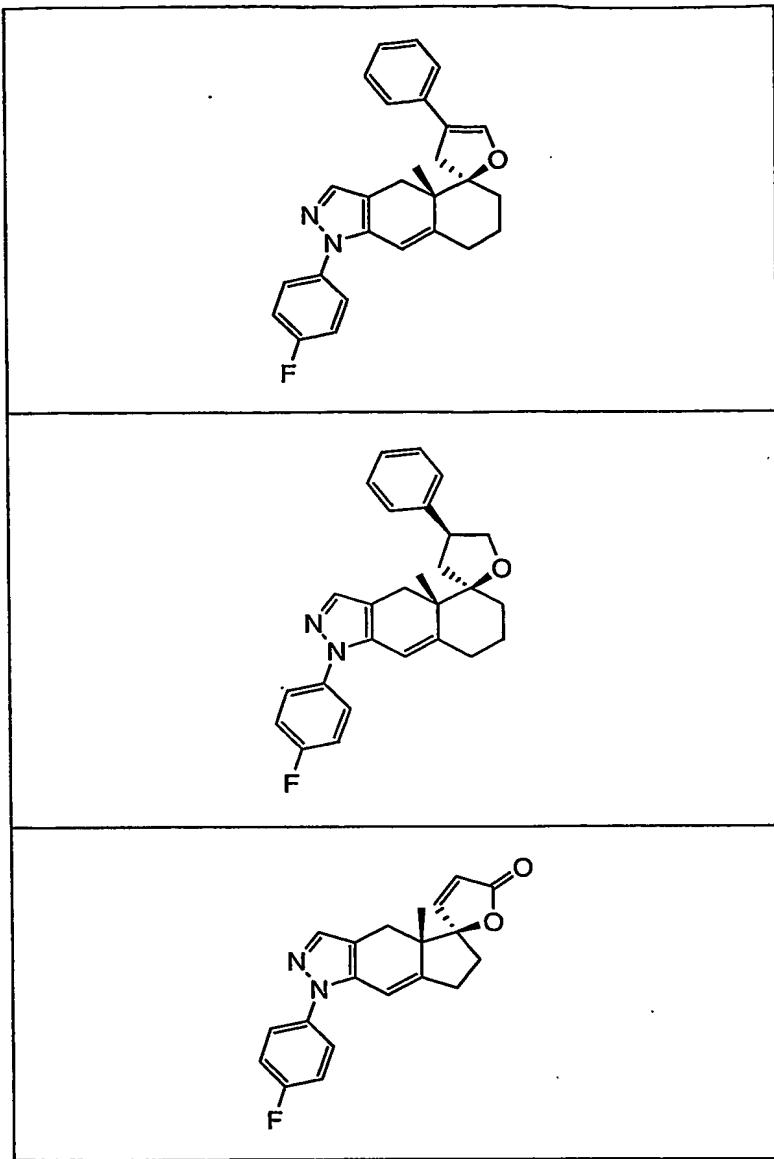




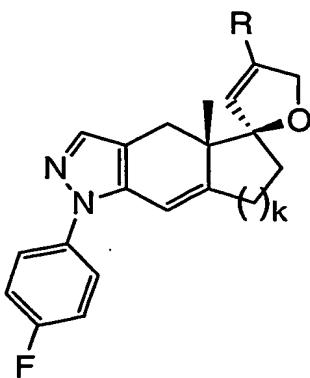








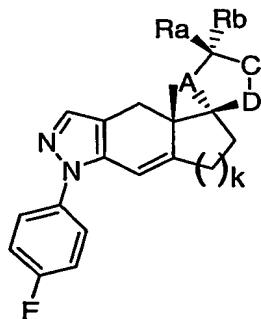
15. A compound according to claim 1 of the formula



k	R
1	Vinyl
1	Phenyl
1	4-fluorophenyl
2	Benzyl
2	Vinyl
2	Ethyl

5

16. A compound according to claim 1 of the formula

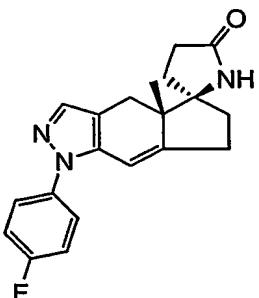


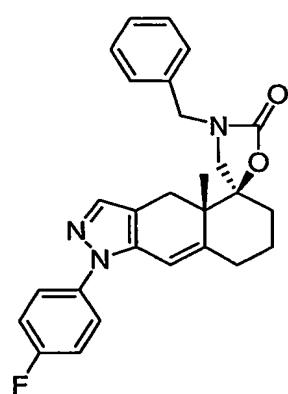
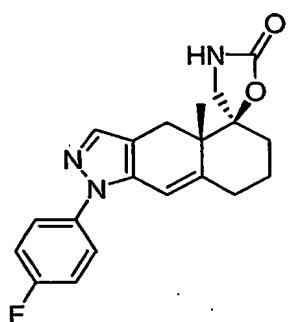
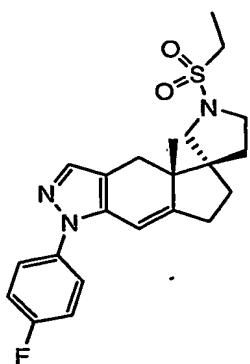
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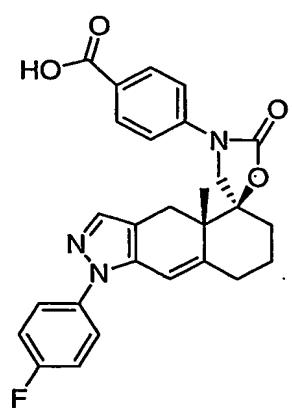
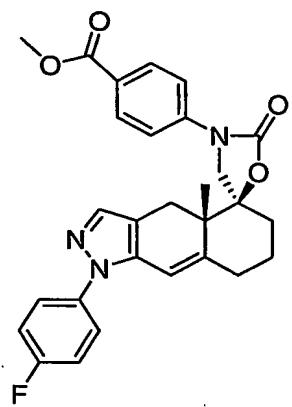
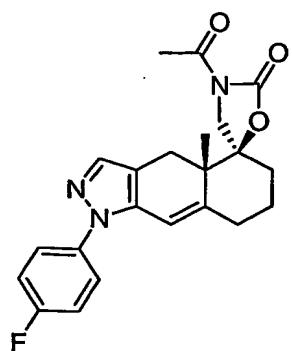
k	D	A	C	Ra	Rb
1	O	CH2	CH2	propyl	Propyl

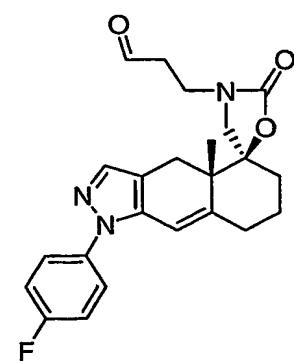
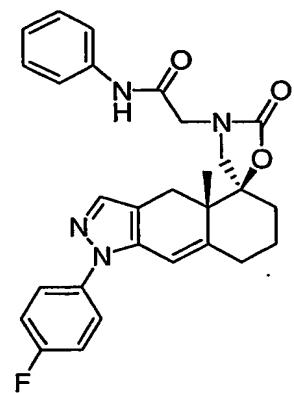
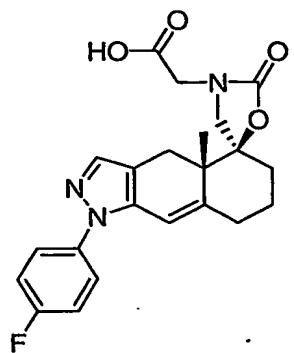
1	O	CH ₂	CHOH	propyl	Propyl
1	O	CH ₂	CH ₂	allyl	Allyl
1	O	CH ₂	CHOH	allyl	Allyl
1	O	CH ₂	CH ₂	methyl	Methyl
1	O	CH ₂	CHOH	methyl	Methyl
1	O	CH ₂	C(O)	methyl	Methyl
1	O	CH ₂	CH ₂	H	H
1	O	CH ₂	CHOH	H	H
2	CH ₂	O	CH ₂	ethyl	H
2	CH ₂	O	CH ₂	H	Ethyl
2	CH ₂	O	CH ₂	H	Phenyl
2	O	CH ₂	CH(allyl)	allyl	Allyl
2	O	CH ₂	CH ₂	methyl	Methyl
2	O	CH ₂	CH ₂	benzyl	Benzyl
2	O	CH ₂	CH ₂	allyl	Allyl
2	O	CH ₂	CHOH	methyl	Methyl
2	O	CH ₂	CHOH	allyl	Allyl
2	O	CH ₂	CH(allyl)	H	H
2	O	CH ₂	C(O)	methyl	Methyl
2	O	CH ₂	C(O)	allyl	Allyl

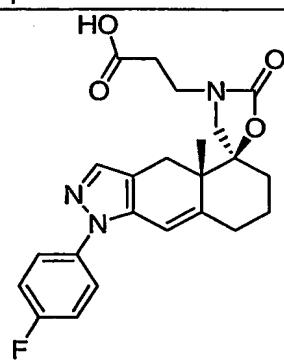
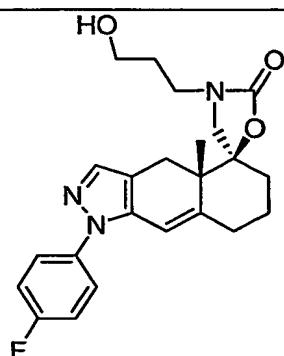
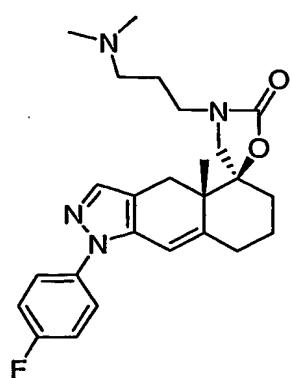
17. A compound according to claim 1 of the formula

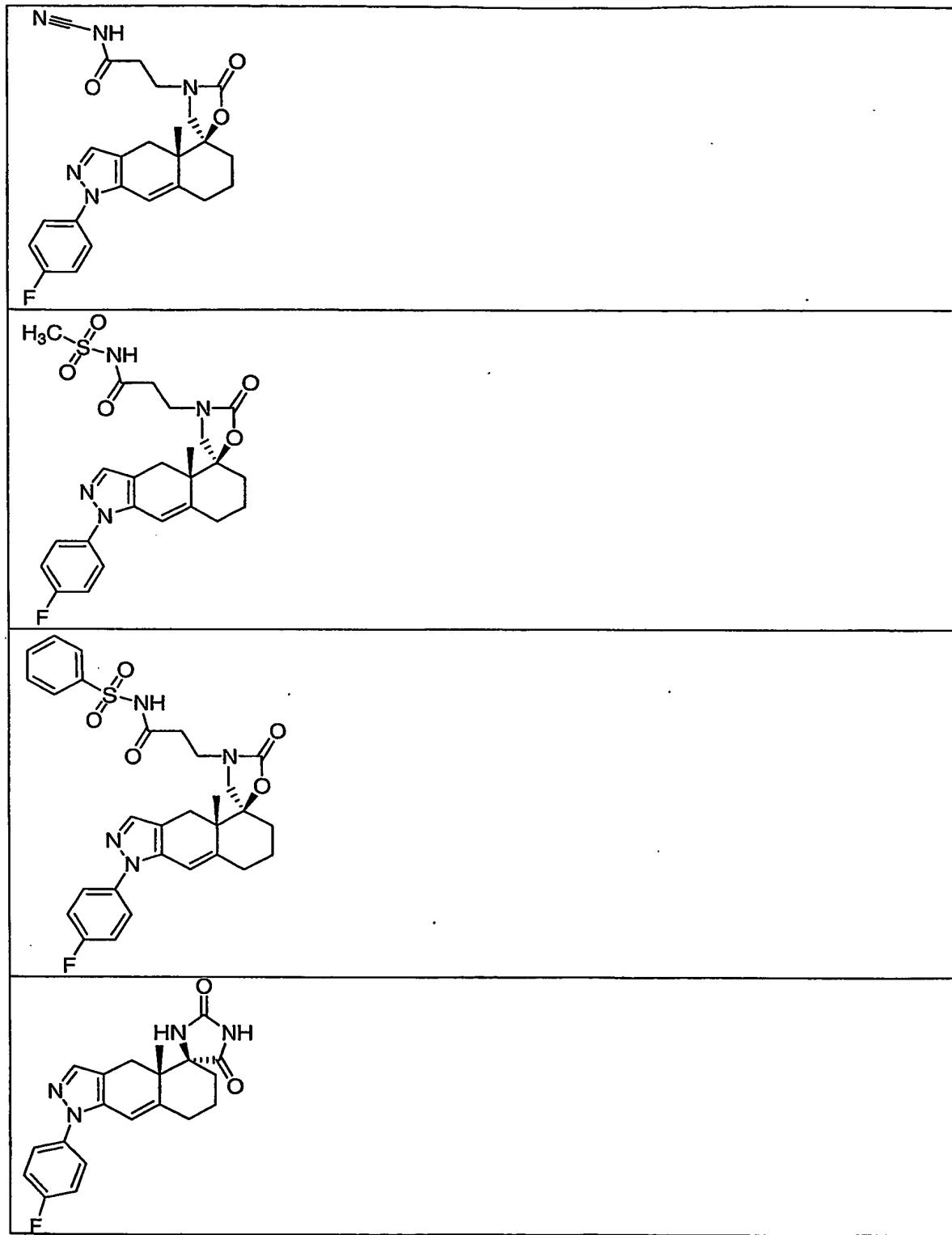


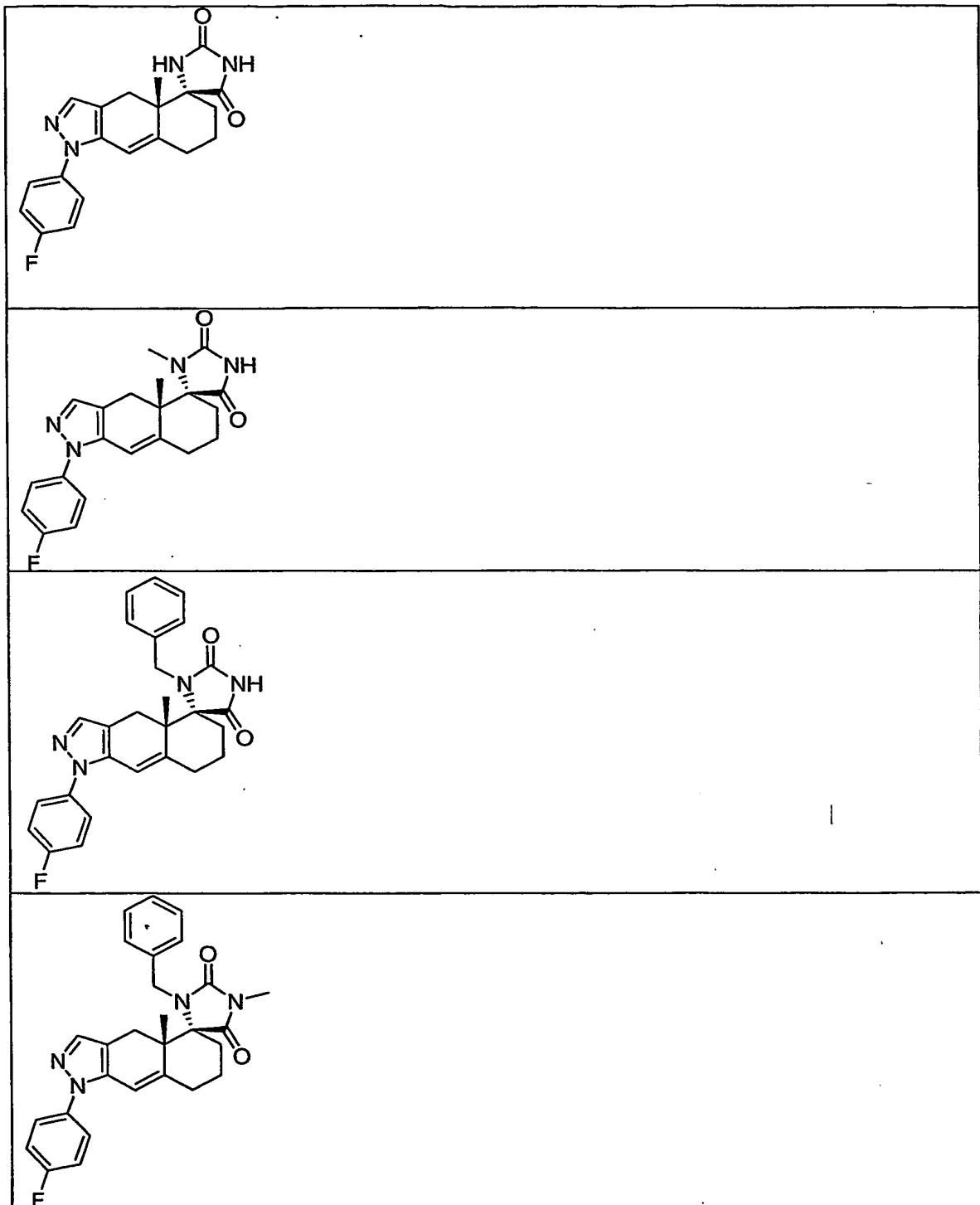


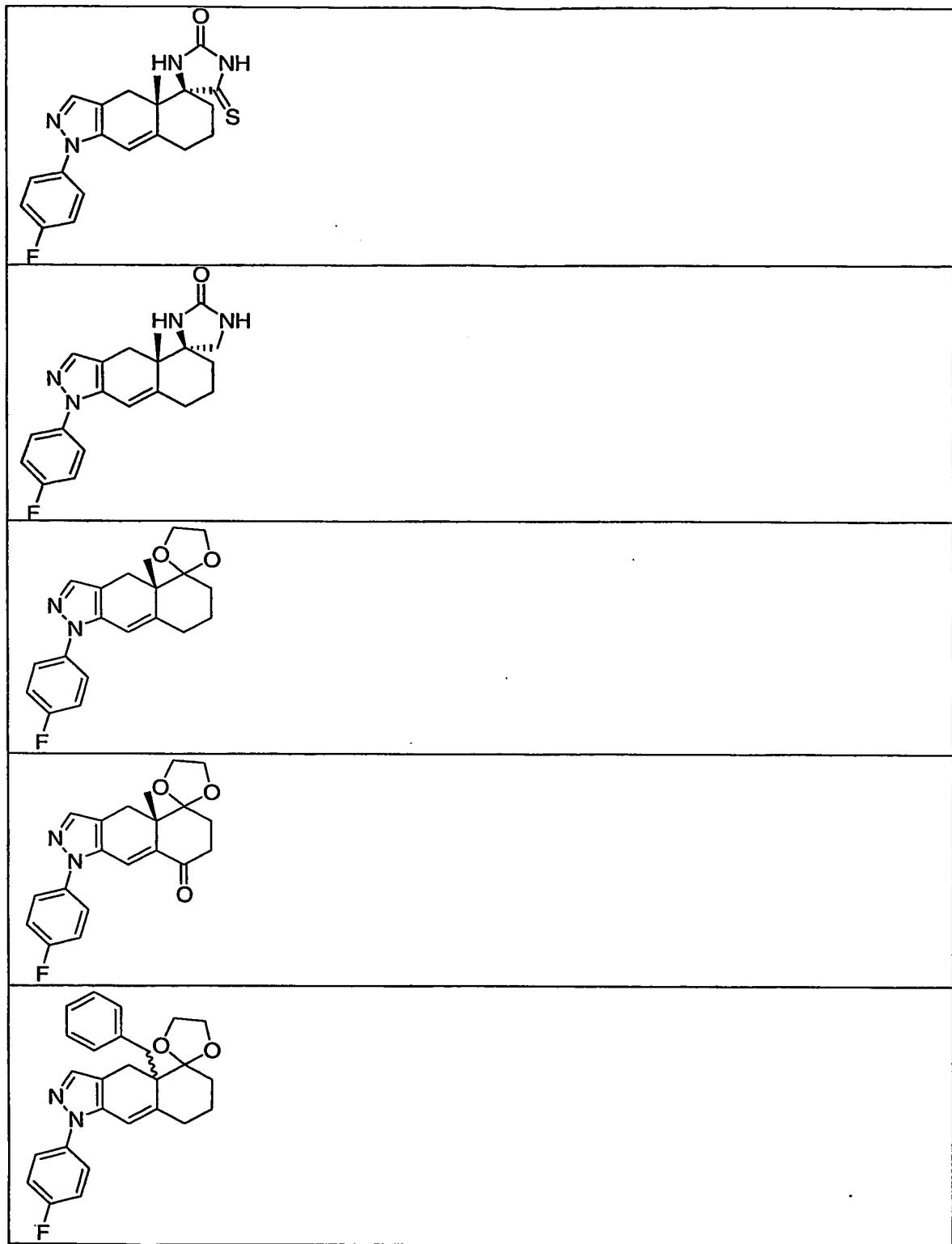


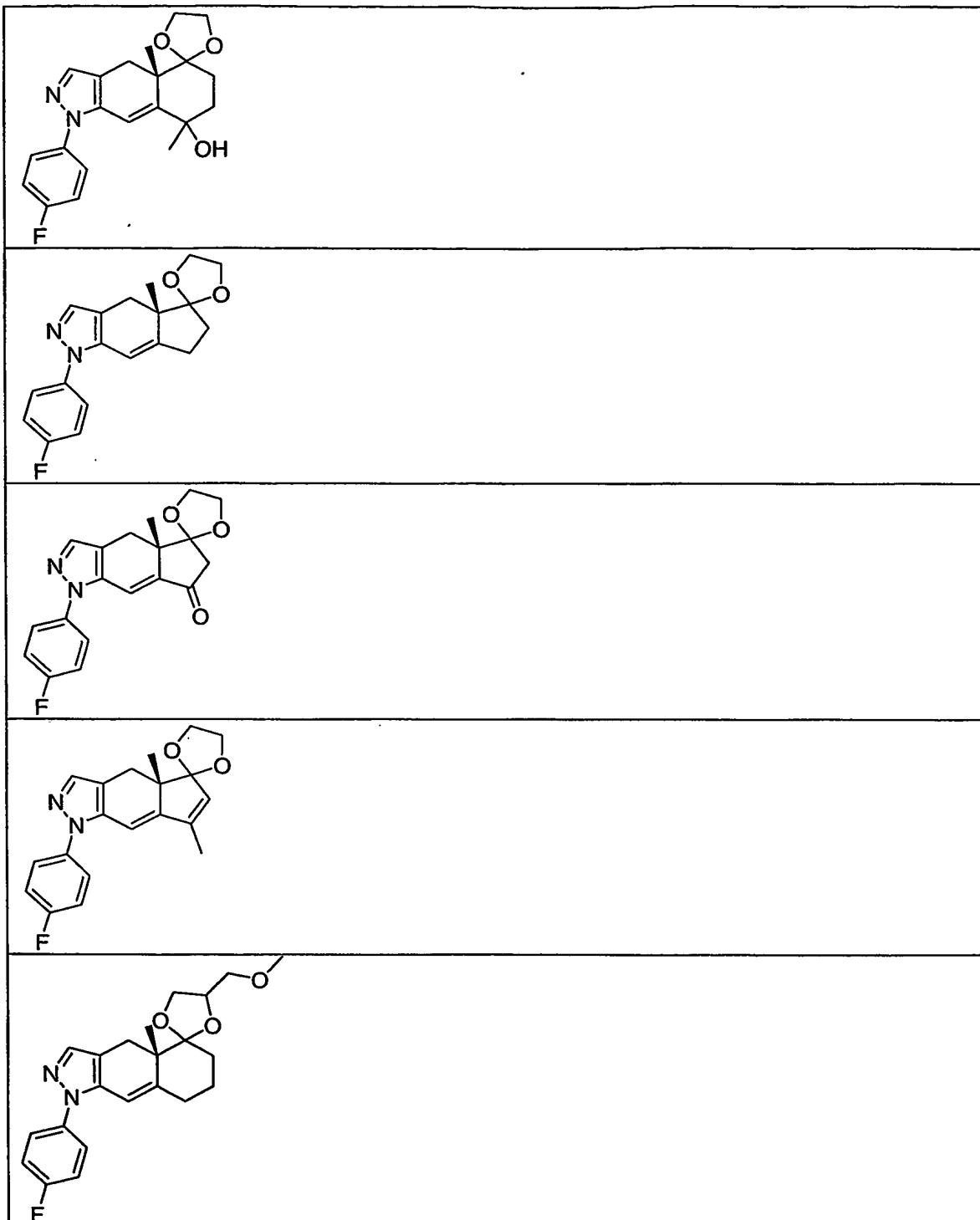


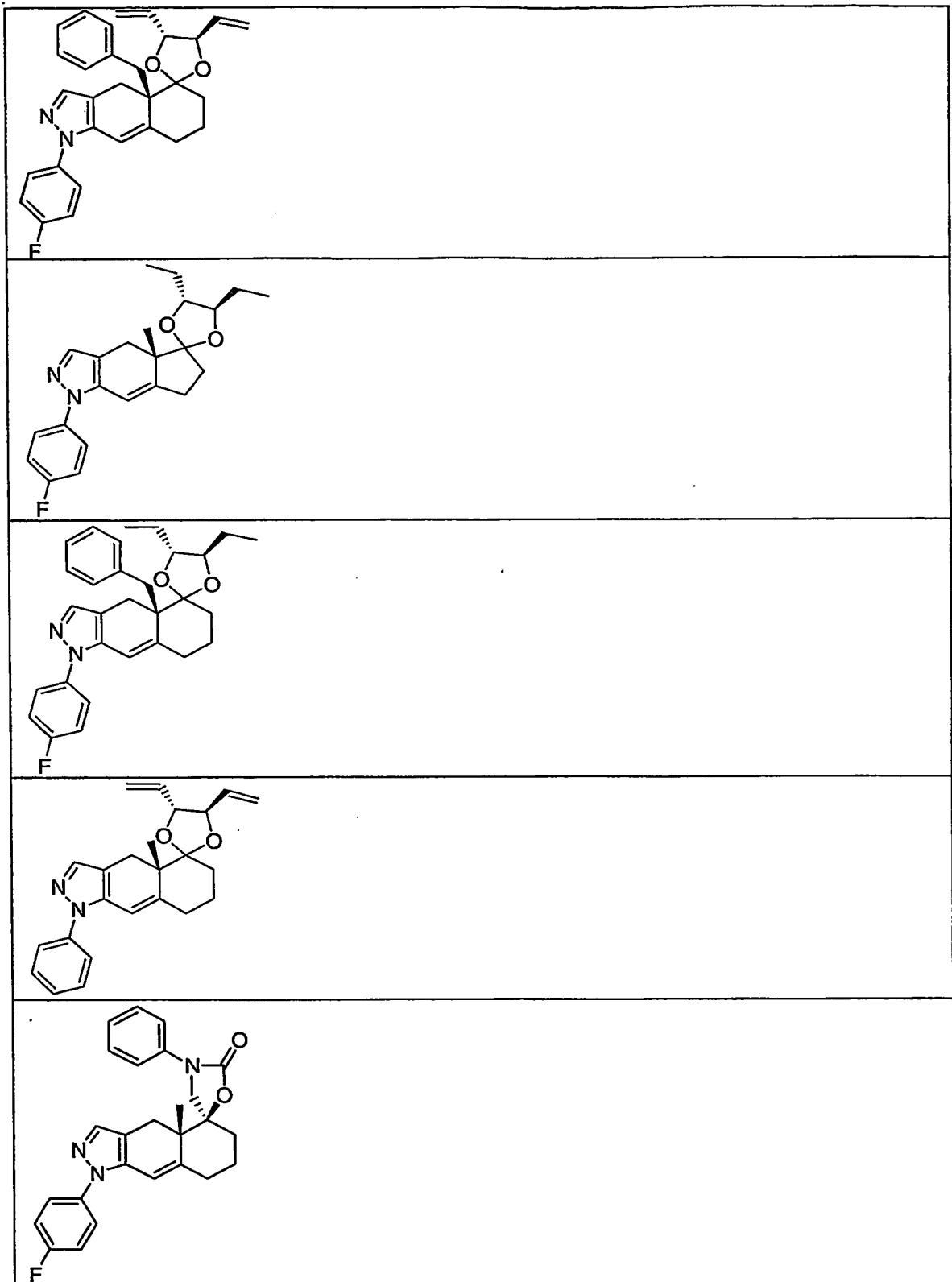


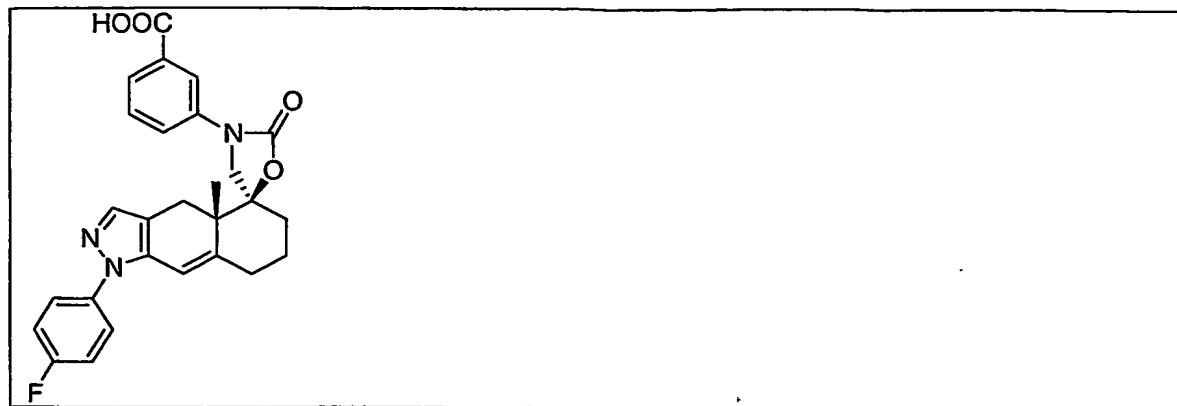




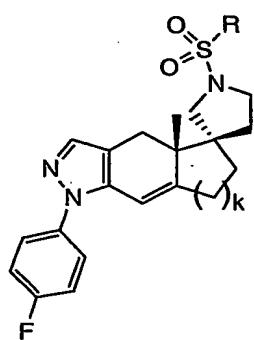








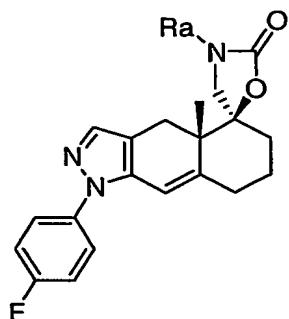
18. A compound of the formula



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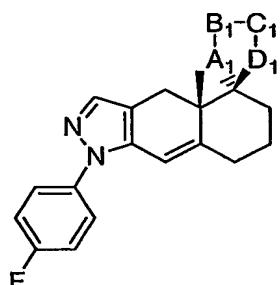
k	R
1	Phenyl
2	Ethyl
2	Phenyl

19. A compound according to claim 1 of the formula



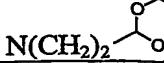
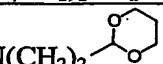
R_a
Methyl
Allyl
Isopropyl
2-methoxyethyl
CH₂CO₂Et
2-(1,3-dioxan)ethyl

20. A compound of the formula

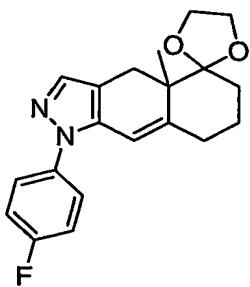


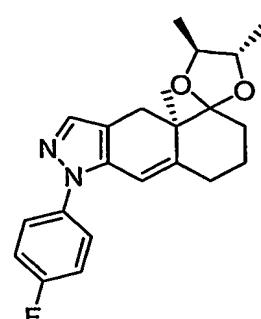
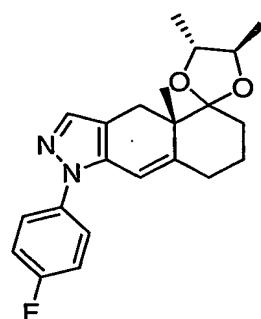
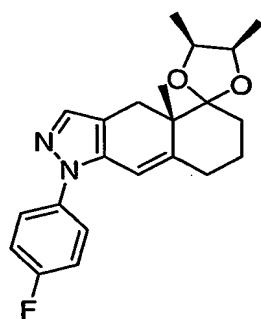
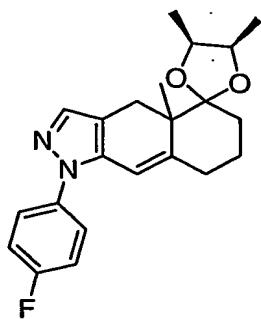
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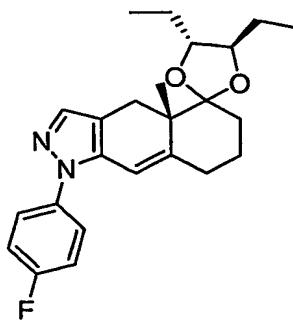
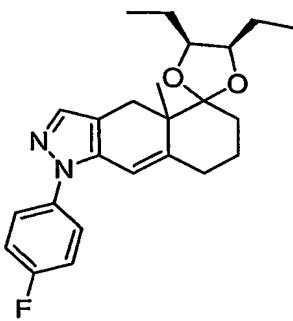
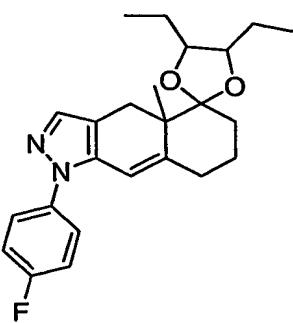
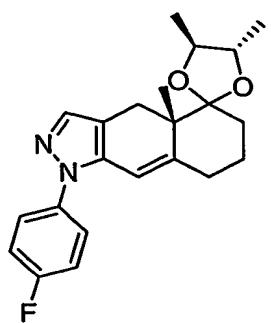
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C(O)	NCH₃	C(O)	NH
NCH₂Ph	C(O)	NCH₃	C(O)
NCH₃	C(O)	NCH₃	C(O)
NCH₂CH=CH₂	C(O)	NCH₃	C(O)
C(O)	NCH₃	C(O)	NCH₂Ph
C(O)	NCH₃	C(O)	NCH₃
C(O)	NCH₃	C(O)	NCH₂CH=CH₂
C(O)	NCH₃	C(O)	NH

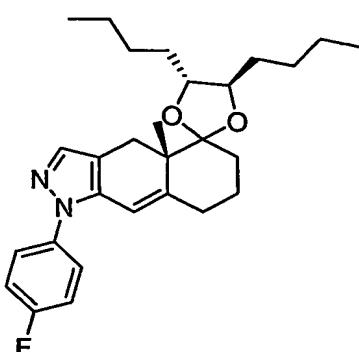
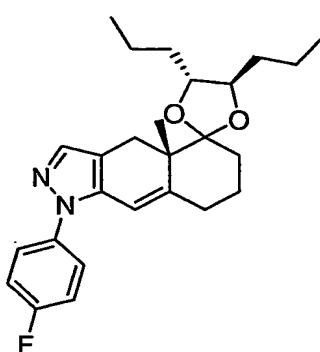
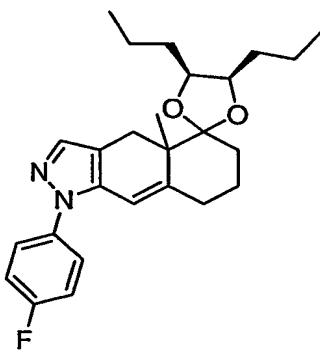
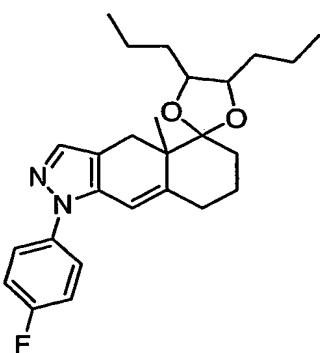
N(CH ₂) ₂ CO ₂ H	C(O)	NCH ₂ Ph	C(O)
NH	C(O)	N(CH ₂) ₂ CO ₂ H	C(O)
NH	C(O)	N(CH ₂) ₂ 	C(O)
C(O)	NCH ₃	C(O)	N(CH ₂) ₂ CO ₂ H
C(O)	NCH ₃	C(O)	N(CH ₂) ₂ 
NCH ₂ CH=CH ₂	C(O)	NCH ₂ CH=CH ₂	C(O)
NCH ₂ Ph	C(O)	NCH ₂ Ph	C(O)
NH	C(S)	NCH ₂ Ph	C(O)
NH	C(S)	NH	C(O)
NH	C(S)	NCH ₂ CH=CH ₂	C(O)
NH	C(S)	NCH ₃	C(O)
NH	CH ₂	NCH ₂ Ph	C(O)
NH	CH ₂	NH	C(O)
C(O)	NCH ₃	CH ₂	NCH ₃
NH	CH ₂	NCH ₃	C(O)

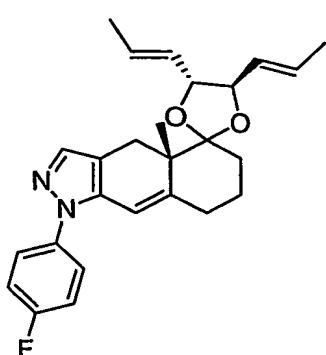
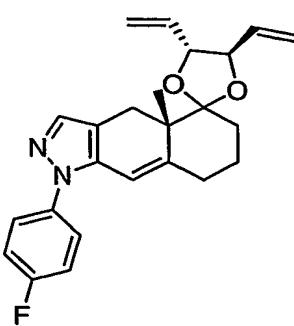
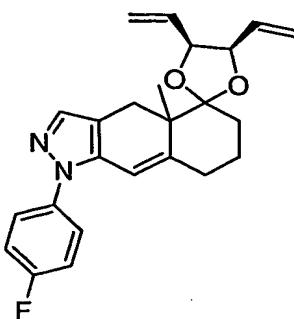
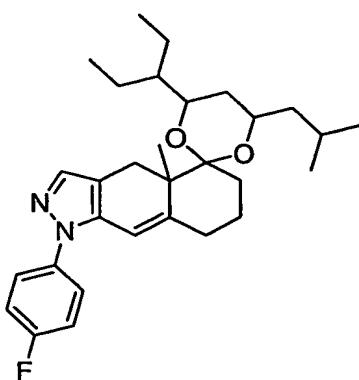
21. A compound according to claim 1 for the formula

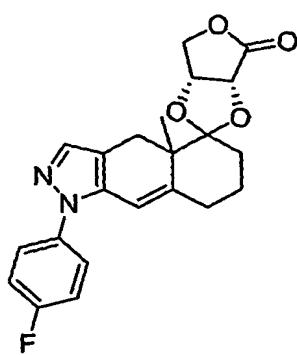
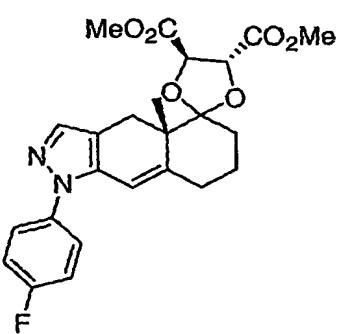
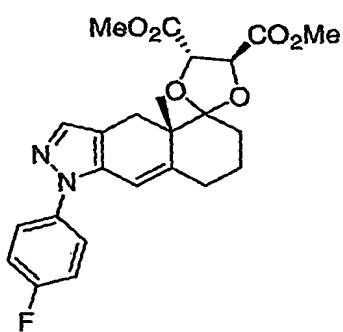
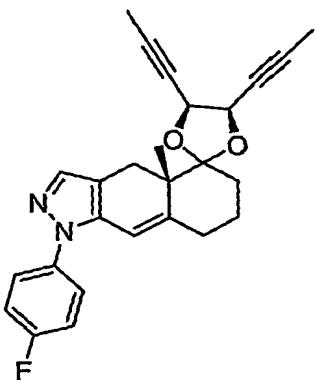


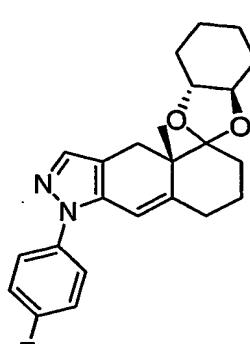
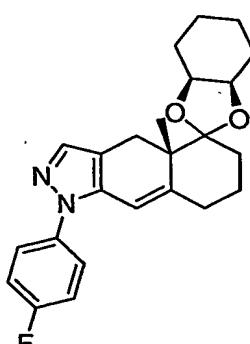
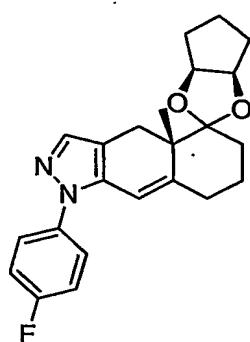
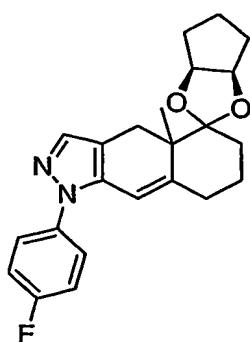


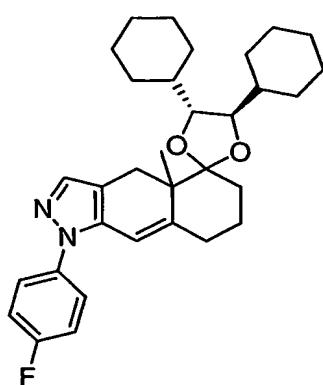
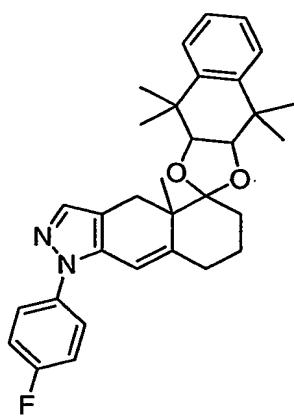
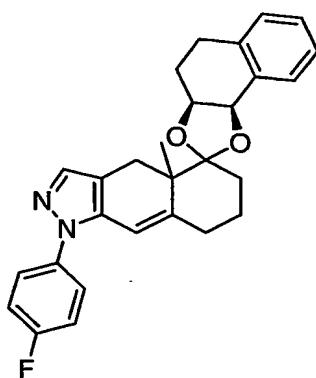


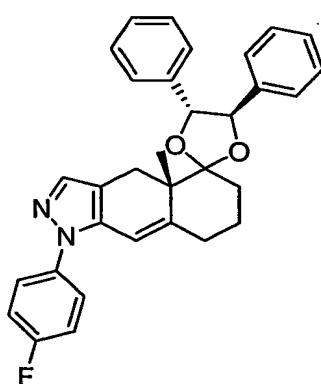
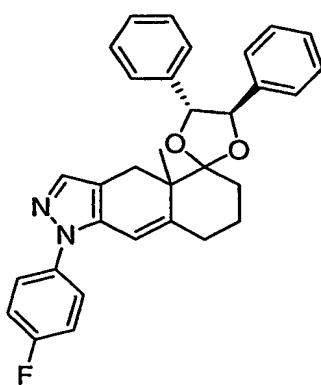
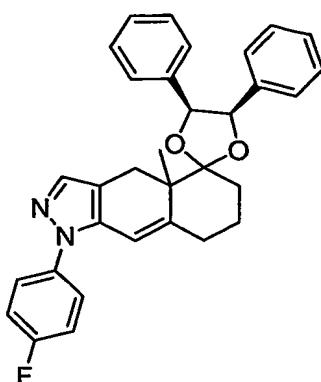


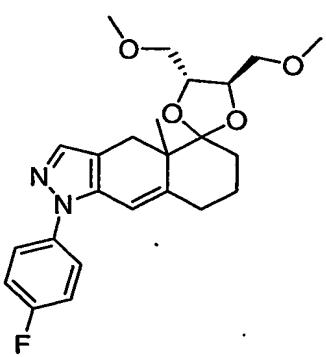
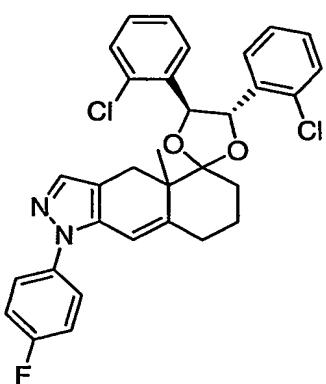
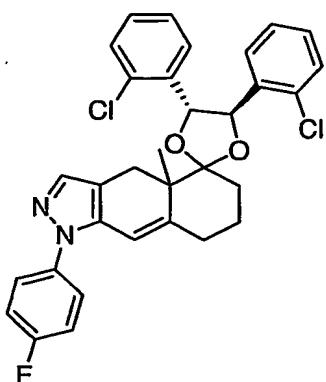


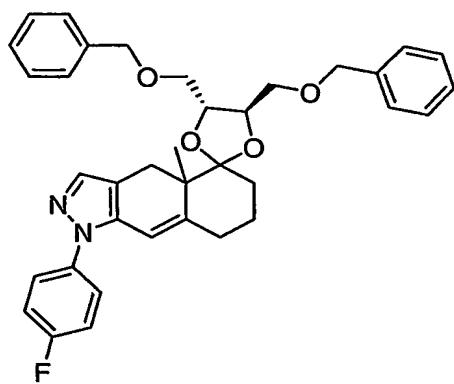
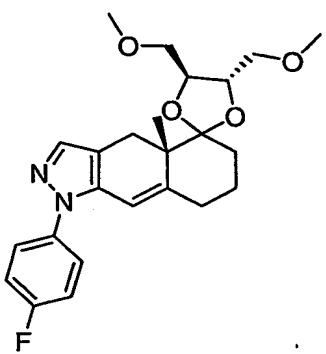
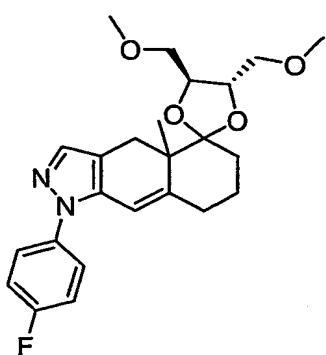


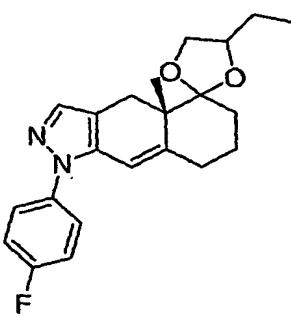
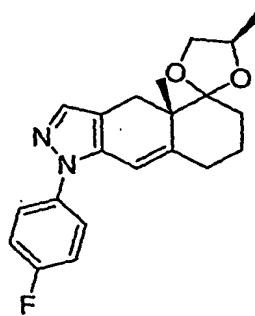
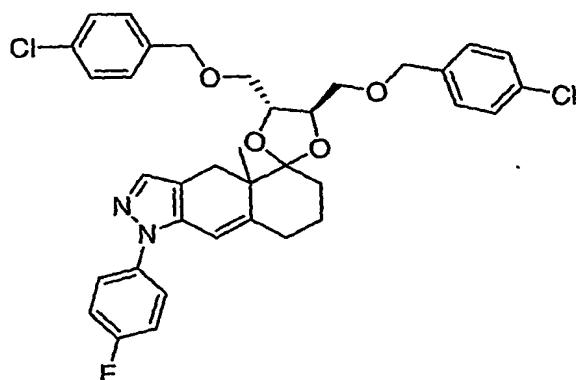


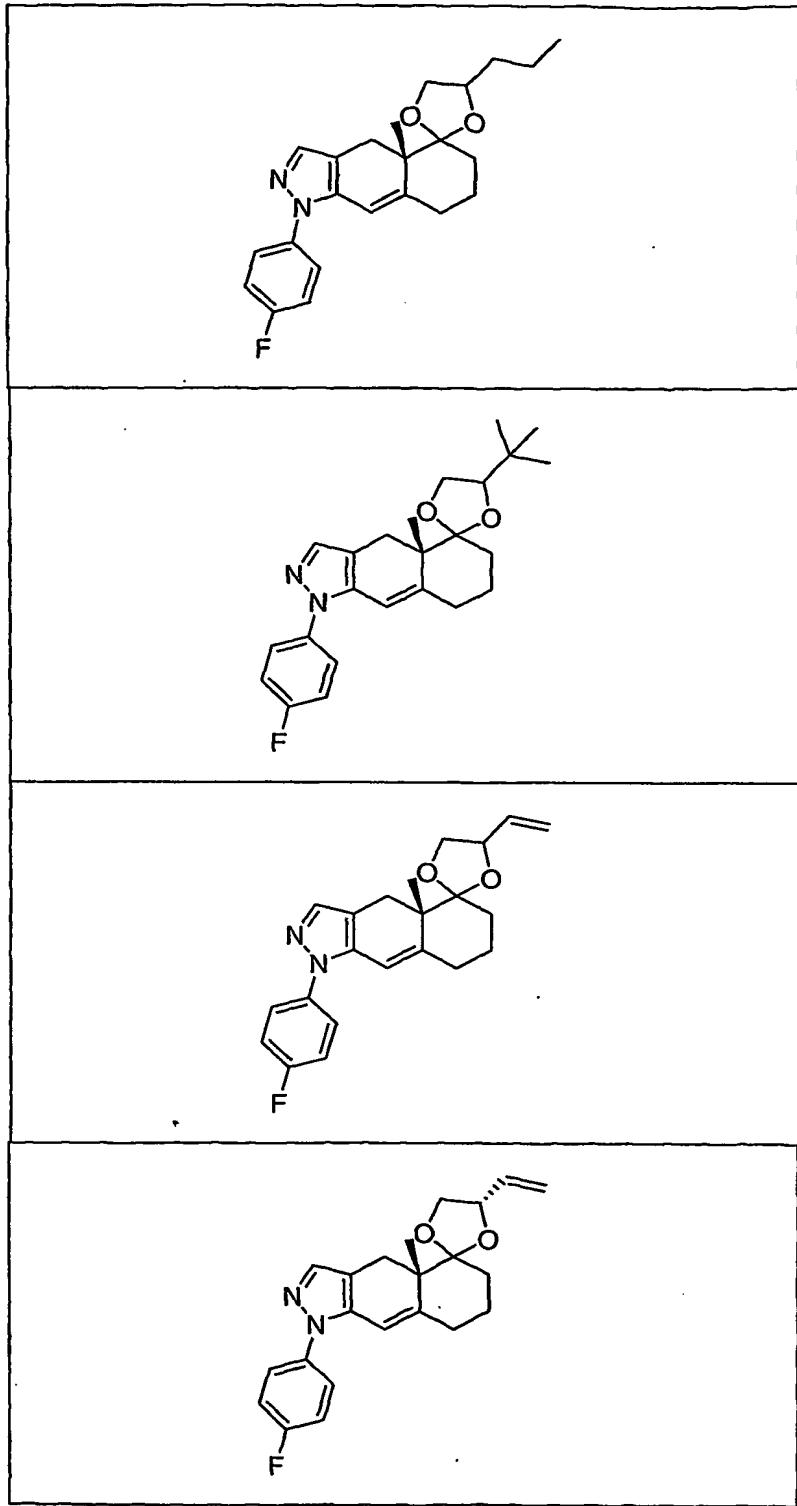


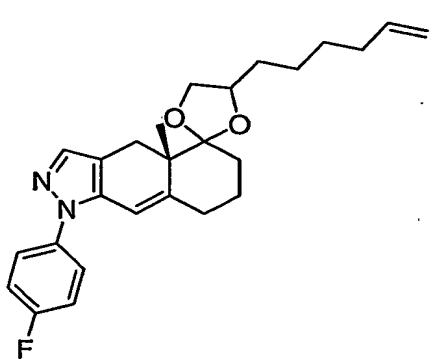
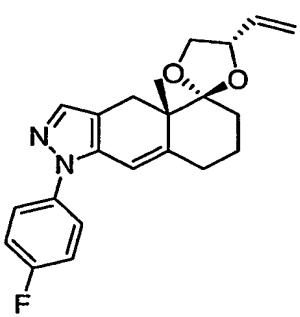
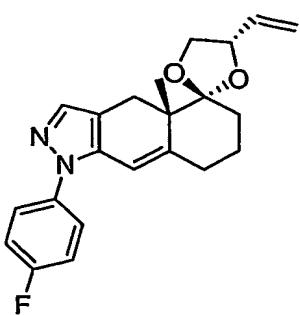


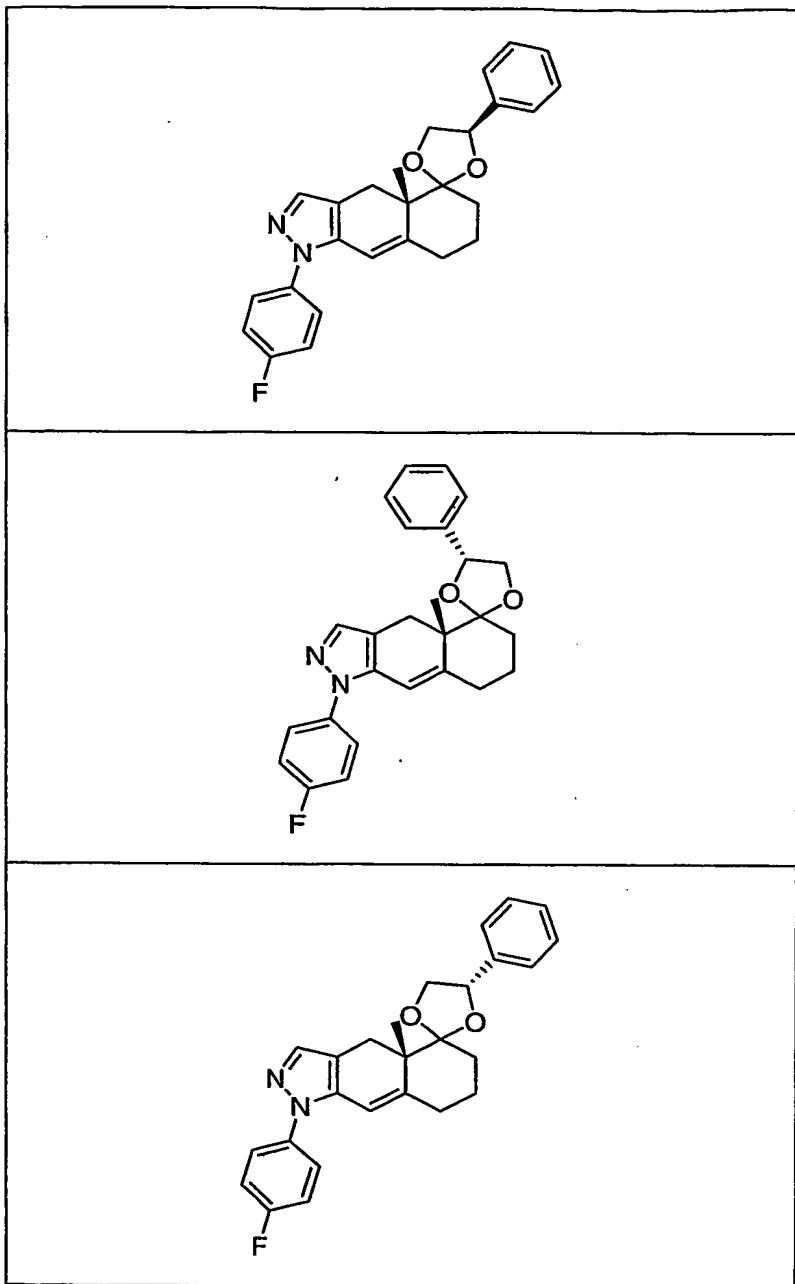


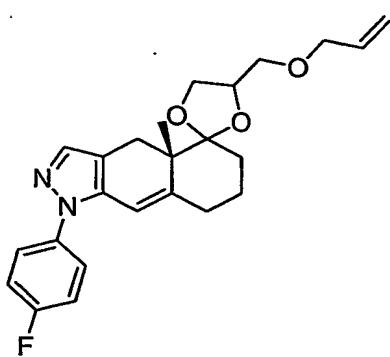
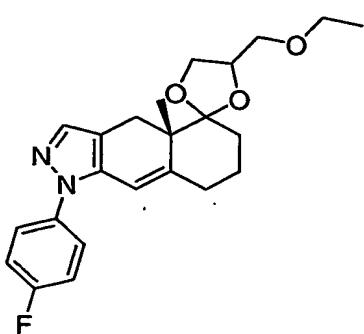
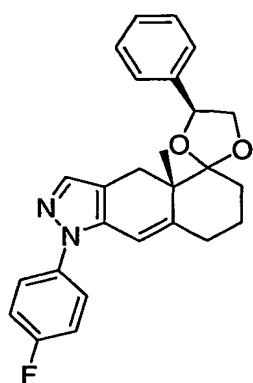


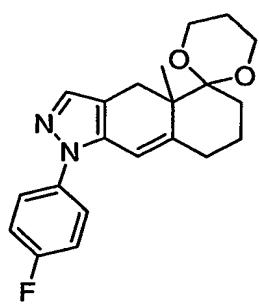
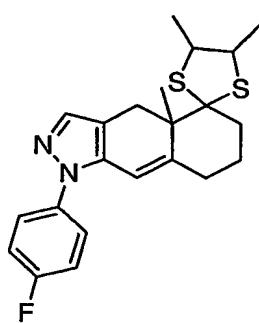
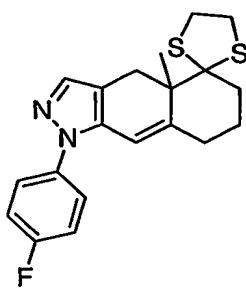
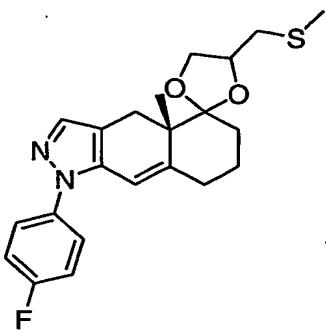


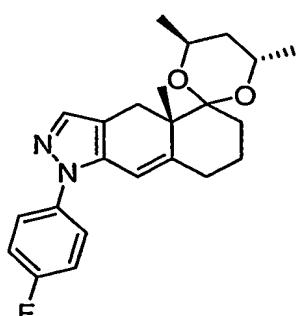
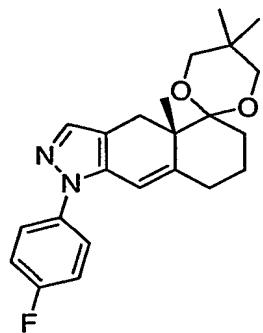
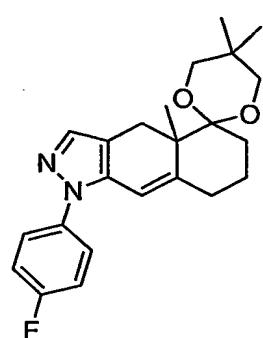
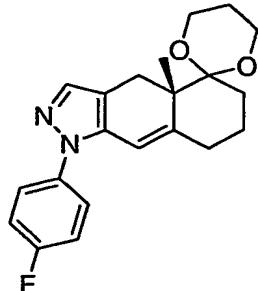


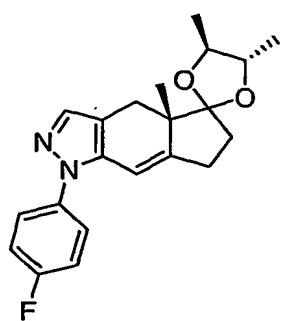
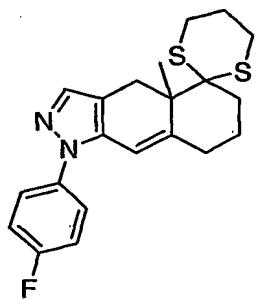
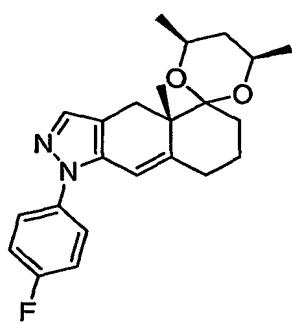
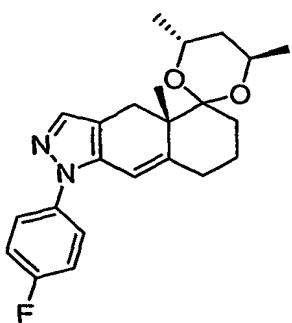


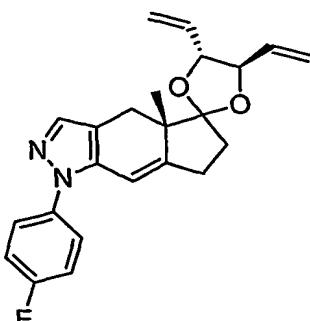
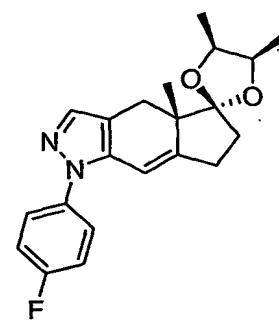
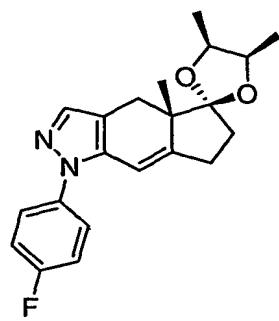
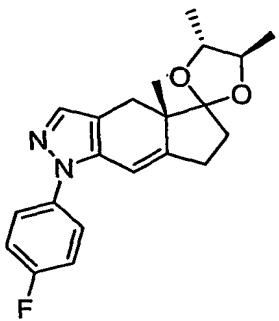


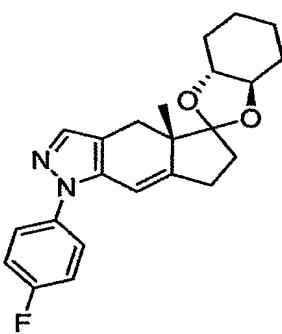
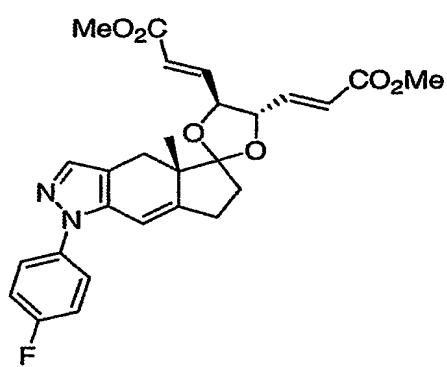
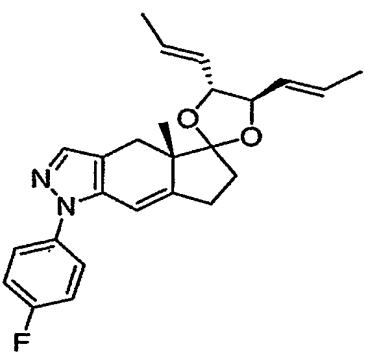


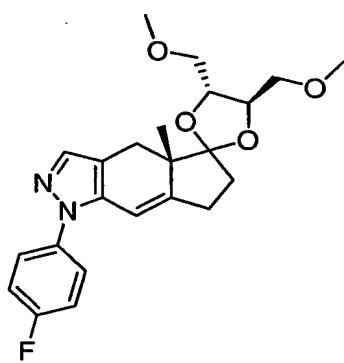
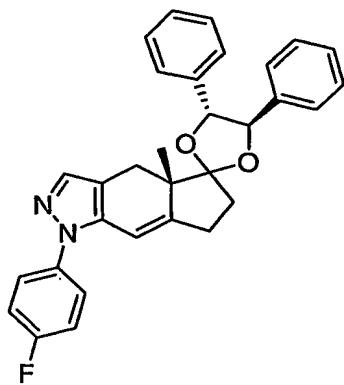
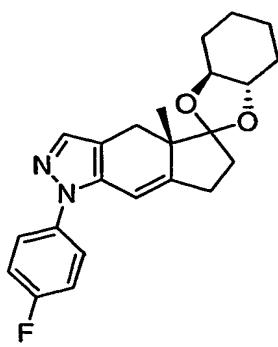


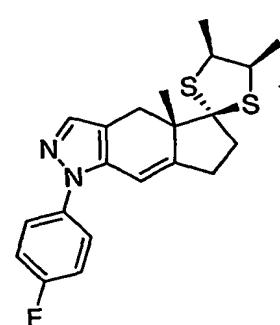
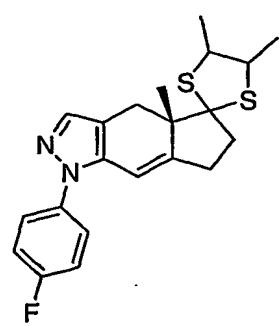
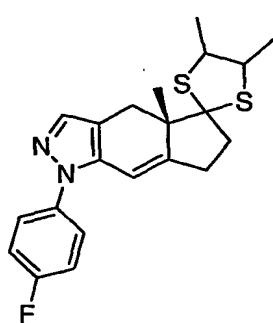
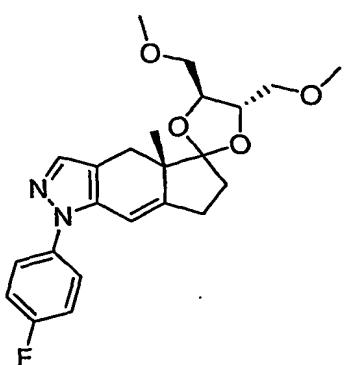


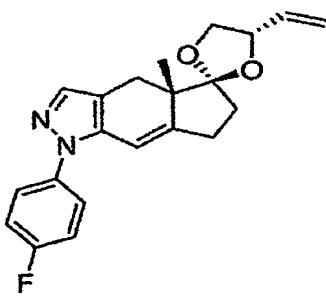
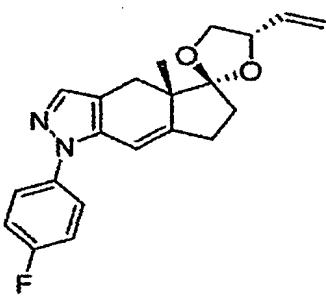
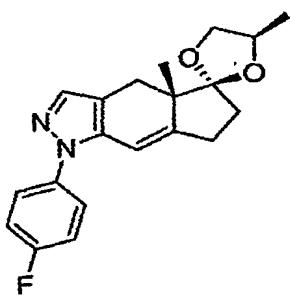
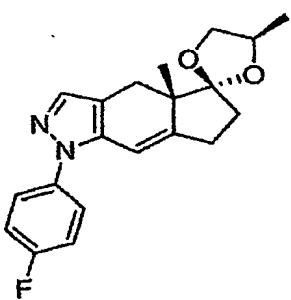


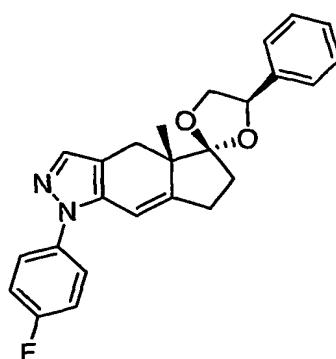
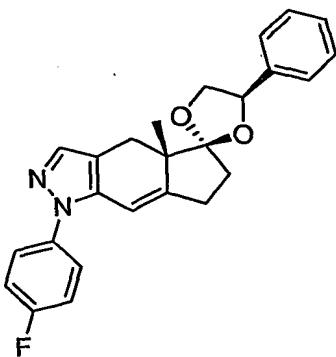
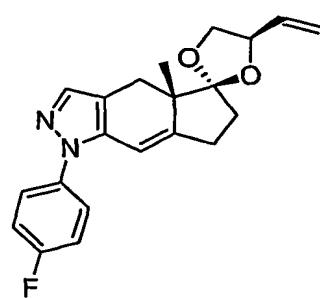
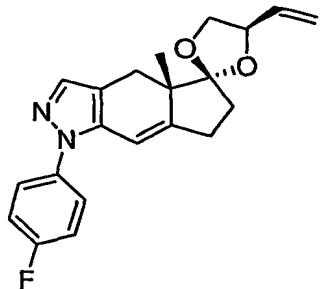


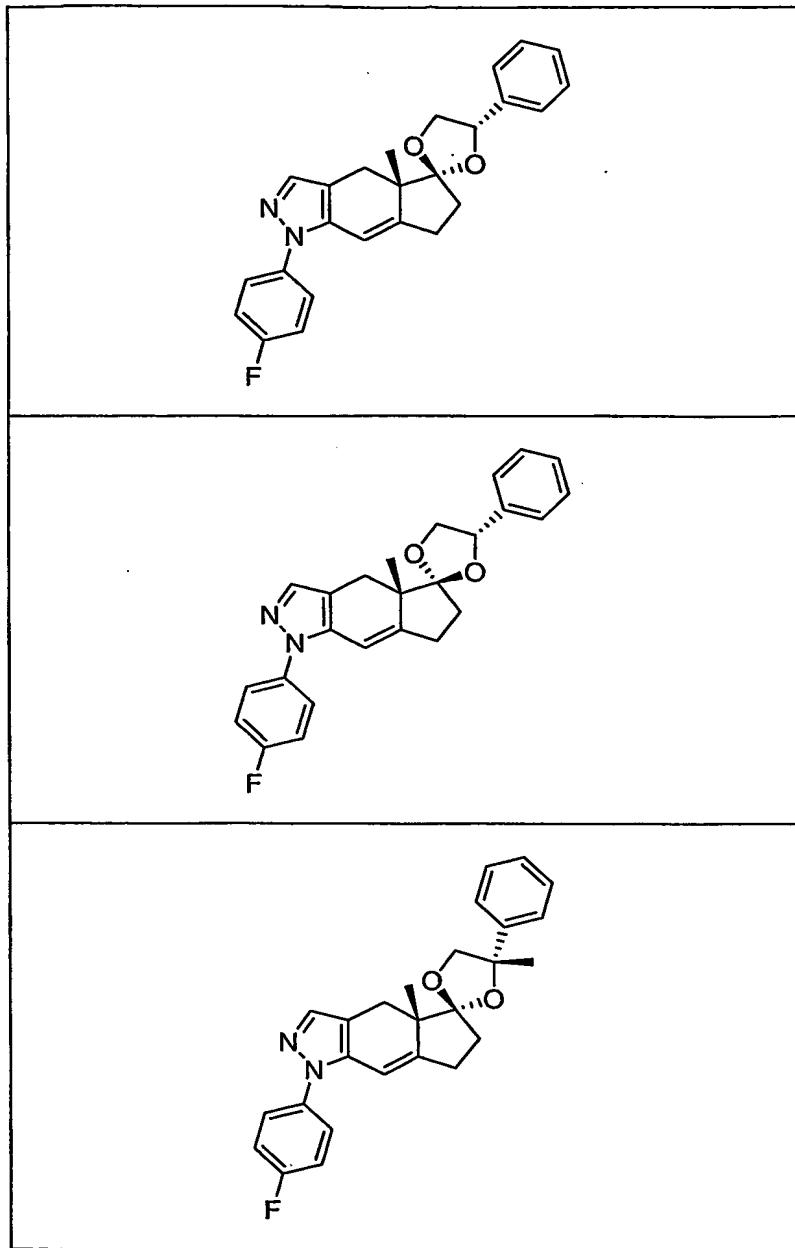


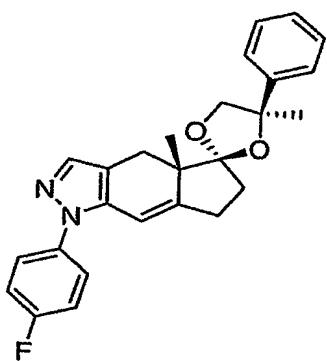
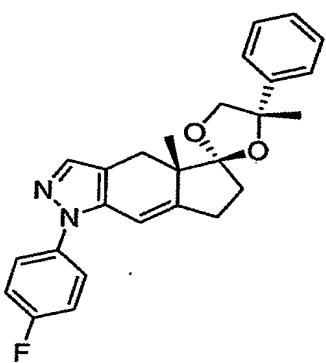
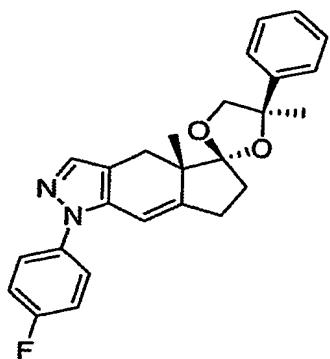


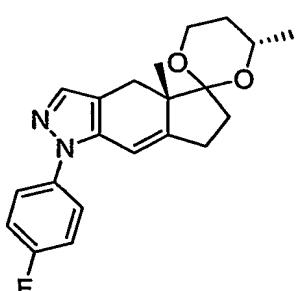
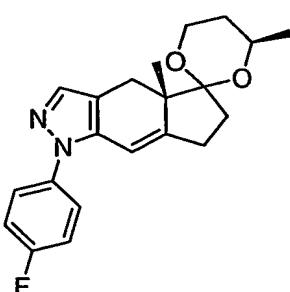
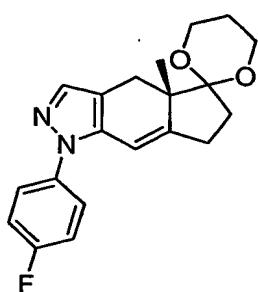
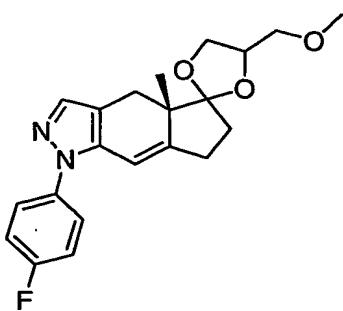


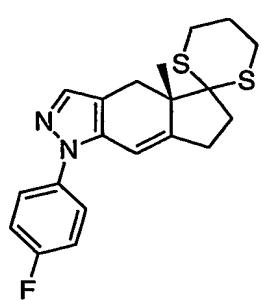
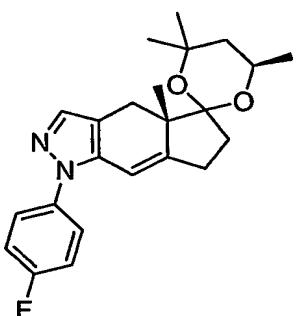
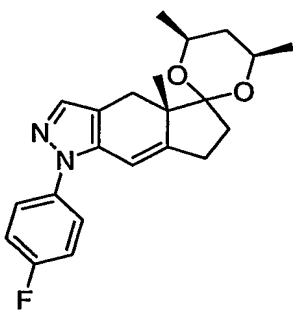
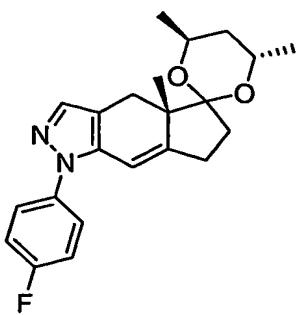


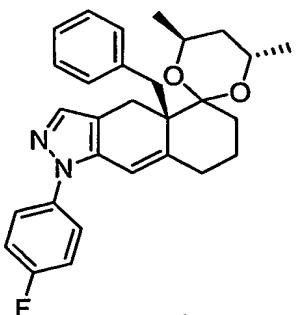
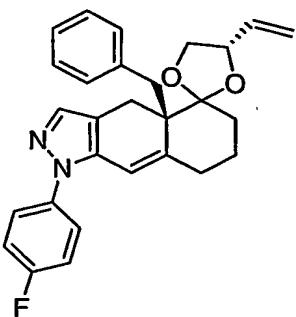
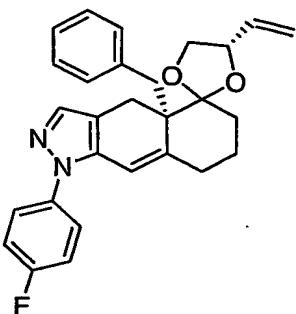
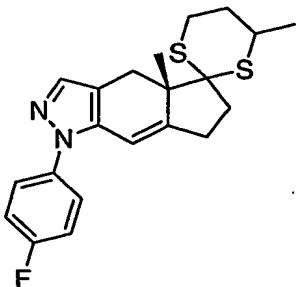


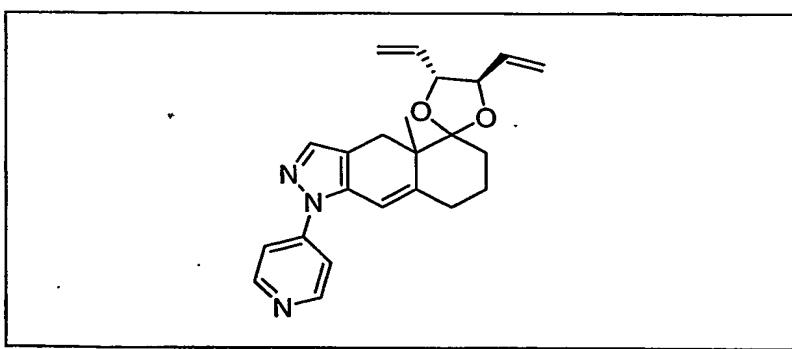
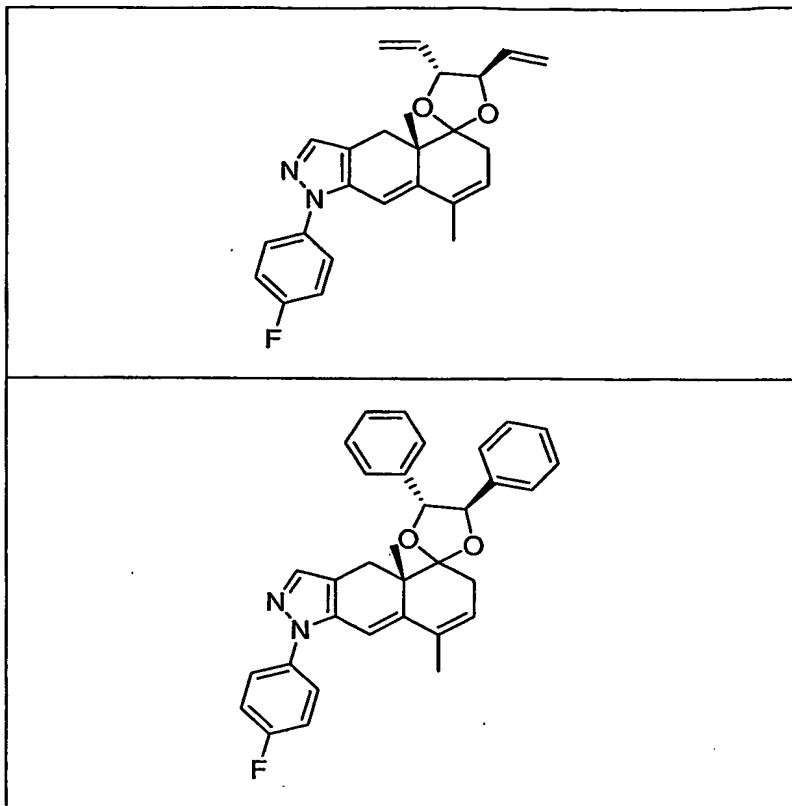


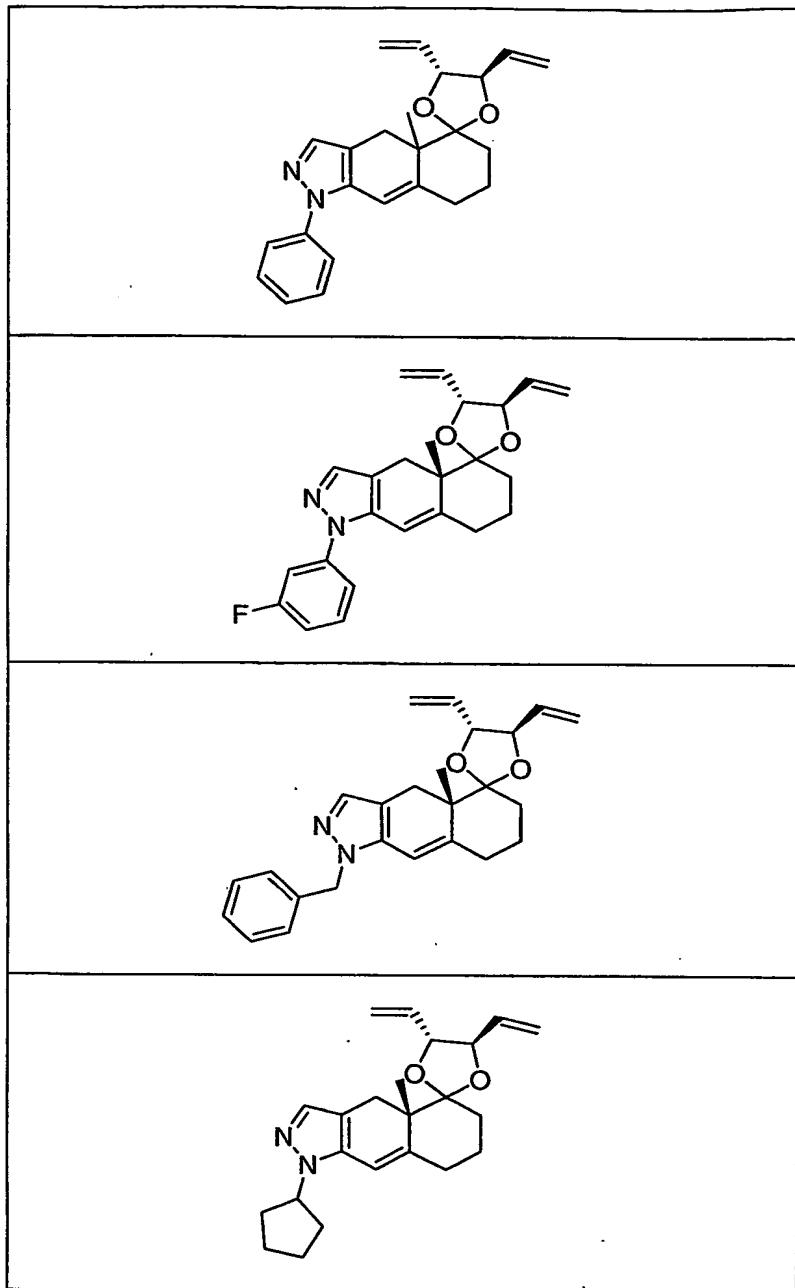


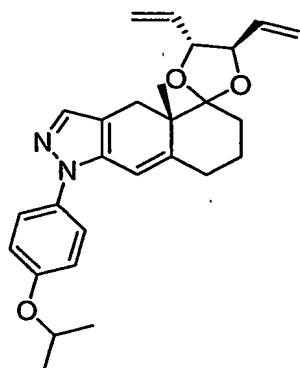
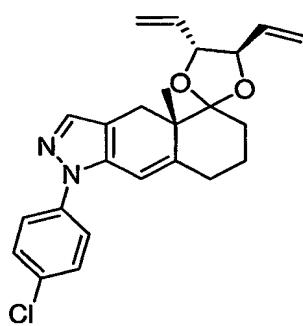
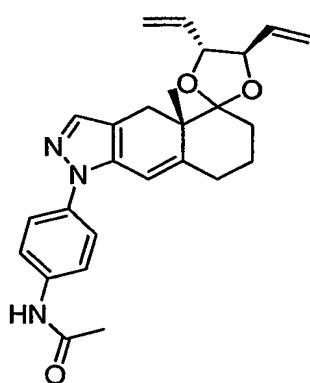
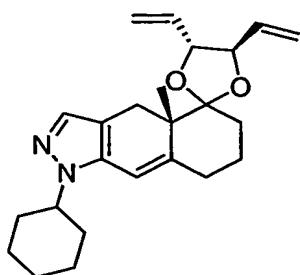


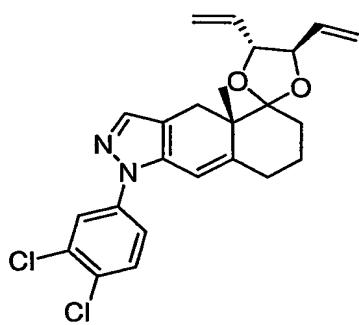
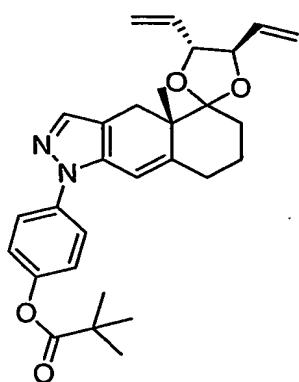
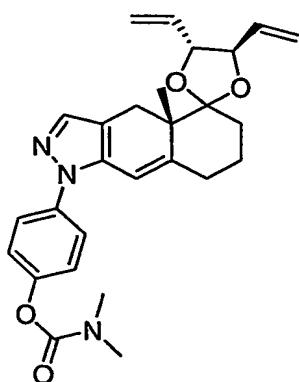


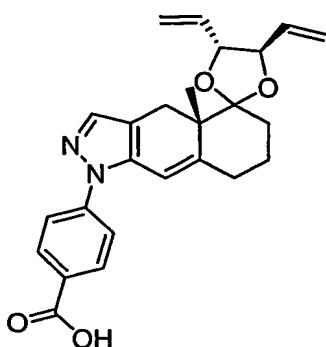
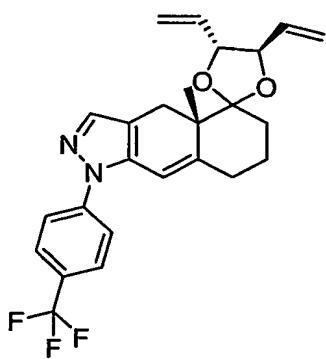
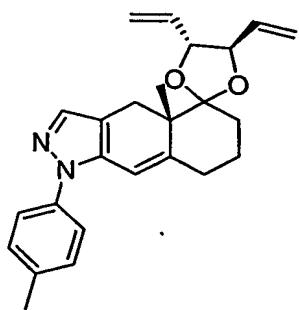
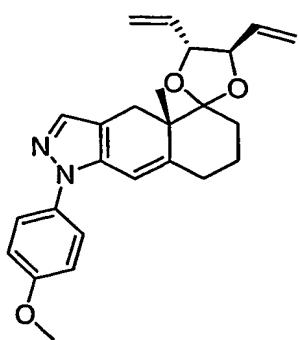












22. A pharmaceutical composition comprising a compound according to claim 1 in combination with a pharmaceutically acceptable carrier.

23. A method for treating a glucocorticoid receptor mediated disease or condition in 5 a mammalian patient in need of such treatment comprising administering the patient a compound according to claim 1 in an amount that is effective for treating the glucocorticoid receptor mediated disease or condition.

24. The method according to claim 1 wherein the glucocorticoid receptor mediated 10 disease or condition is selected from the group consisting of: tissue rejection, leukemias, lymphomas, Cushing's syndrome, acute adrenal insufficiency, congenital adrenal hyperplasia, rheumatic fever, polyarteritis nodosa, granulomatous polyarteritis, inhibition of myeloid cell lines, immune proliferation/apoptosis, HPA axis suppression and regulation, hypercortisolemia, stroke and spinal cord injury, hypercalcemia, hyperglycemia, acute adrenal insufficiency, chronic primary adrenal insufficiency, 15 secondary adrenal insufficiency, congenital adrenal hyperplasia, cerebral edema, thrombocytopenia, Little's syndrome, obesity, metabolic syndrome, inflammatory bowel disease, systemic lupus erythematosus, polyartitis nodosa, Wegener's granulomatosis, giant cell arteritis, rheumatoid arthritis, juvenile rheumatoid arthritis, uveitis, hay fever, allergic rhinitis, urticaria, angioneurotic edema, chronic obstructive pulmonary disease, asthma, tendonitis, bursitis, Crohn's disease, ulcerative colitis, 20 autoimmune chronic active hepatitis, organ transplantation, hepatitis, cirrhosis, inflammatory scalp alopecia, panniculitis, psoriasis, discoid lupus erythematosus, inflamed cysts, atopic dermatitis, pyoderma gangrenosum, pemphigus vulgaris, buflous pernphigoid, systemic lupus erythematosus, dermatomyositis, herpes gestationis, eosinophilic fasciitis, relapsing polychondritis, inflammatory vasculitis, sarcoidosis, Sweet's disease, type I reactive leprosy, capillary hemangiomas, contact 25 dermatitis, atopic dermatitis, lichen planus, exfoliative dermatitus, erythema nodosum, acne, hirsutism, toxic epidermal necrolysis, erythema multiform, cutaneous T-cell lymphoma, Human Immunodeficiency Virus (HIV), cell apoptosis, cancer, Kaposi's sarcoma, retinitis pigmentosa, cognitive performance, memory and learning enhancement, depression, addiction, mood disorders, chronic fatigue syndrome, schizophrenia, sleep disorders, and anxiety.

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25. The method according to Claim 1 wherein the glucocorticoid receptor mediated disease or condition is selected from the group consisting of: tissue rejection, Cushing's syndrome, inflammatory bowel disease, systemic lupus erythematosus, rheumatoid arthritis, juvenile rheumatoid arthritis, hay fever, allergic rhinitis, asthma, organ transplantation, inflammatory scalp alopecia, 35 psoriasis, discoid lupus erythematosus, and depression.

26. A method of selectively modulating the activation, repression, agonism and antagonism effects of the glucocorticoid receptor in a mammal comprising administering to the mammal a compound according to Claim 1 in an amount that is effective to modulate the glucocorticoid receptor.

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27. A method of partially or fully antagonizing, repressing agonizing or modulating the glucocorticoid receptor in a mammal comprising administering to the mammal an effective amount of compound according to Claim 1.